

File Second

RECORDATION NO. *10770-18* Filed 1425

Secretary
Interstate Commerce Commission
Washington, D.C. 20432

DEC 14 1979 - 1 15 PM
INTERSTATE COMMERCE COMMISSION

Re: Lease of Equipment dated as of April 6,
1979 between San Francisco Financial No.
III, Lessor, and the Western Pacific
Railroad Company, Lessee

Dear Sir:

Enclosed herewith for filing pursuant to 49 U.S.C.
§ 11303 is Lease Amendment No. 3 dated as of November 1,
1979 to the Lease of Equipment dated as of April 6, 1979.

Please file this Lease Amendment No. 3 under
Recordation No. 10770-G.

The parties to the transaction are:

- Lessor: San Francisco Financial No. III, a partner-
ship, c/o Steiner Sea, Air & Rail Co.
Spear Street Tower - Suite 2510
One Market Plaza
San Francisco, California 94105
- Lessee: The Western Pacific Railroad Company
526 Mission Street
San Francisco, California 94105

The railroad rolling stock covered by Lease Amend-
ment No. 3 is:

30 bi-level auto racks and 2 tri-level auto racks
which have been affixed to leased Trailer Train
flatcars and which bear the following Manufacturer
Serial Numbers, Lessee Road Numbers and Trailer
Train Flatcar Numbers.

The 30 bi-level auto racks were covered by Lease
Amendment No. 2 (Recordation Number 10770-E,
September 26, 1979), but the Lessee Road Numbers
of said auto racks have been changed as indicated
herein from series WPB 701-730 to series
WPB 501-530.

Chas. W. Schuler
Secretary

30 Bi-Level Auto Racks
 Manufacturer: Whitehead & Kales

<u>Manufacturer Serial Numbers</u>	<u>Lessee Road Numbers</u>	<u>Trailer Train Flatcar Numbers</u>
68965-68966	WP B-501	TTBX 910319
68967-68968	B-502	930117
68969-68970	B-503	930553
68971-68972	B-504	910415
68973-68974	B-505	910590
68975-68976	B-506	910211
68977-68978	B-507	912947
68979-68980	B-508	930518
68981-68982	B-509	911301
68983-68984	B-510	911660
68985-68986	B-511	911730
68987-68988	B-512	912007
68989-68990	B-513	913310
68991-68992	B-514	910162
68993-68994	B-515	930183
68995-68996	B-516	912773
68997-69998	B-517	910898
68999-69000	B-518	910594
69001-69002	B-519	911804
69003-69004	B-520	930207
69005-69006	B-521	910423
69007-69008	B-522	910679
69009-69010	B-523	911760
69011-69012	B-524	910884
69013-69014	B-525	911805
69015-69016	B-526	910876
69017-69018	B-527	910875
69019-69020	B-528	930149
69021-69022	B-529	930737
69023-69024	B-530	930746

2 Tri-Level Auto Racks
 Manufacturer: Whitehead & Kales

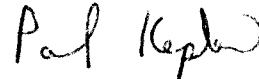
<u>Manufacturer Serial Numbers</u>	<u>Lessee Road Numbers</u>	<u>Trailer Train Flatcar Numbers</u>
69069-69070	WP R-553	ETTX 901345
69071-69072	R-554	903598

The original lease was recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 under Recordation Number 10770 on August 28, 1979 at 12:20 P.M.

Please record one original of each document and stamp the other four copies and the copy of this letter enclosed herewith with the recordation date and return such copies to Allen H. Harrison, Esq. of the law firm of Wilmer & Pickering, 1666 K Street, N.W., Washington, D.C. 20006.

A check is enclosed in payment of the applicable recording fee.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Paul Kepler".

Paul C. Kepler, President
Steiner Sea, Air & Rail Co.
Managing Partner of San Francisco
Financial No. III

Enclosures

RECORDATION NO. 10770-1425

DEC 14 1979-1 15 PM

INTERSTATE COMMERCE COMMISSION

LEASE AMENDMENT NO. 3

THIS LEASE AMENDMENT NO. 3, dated as of November 1, 1979, between SAN FRANCISCO FINANCIAL NO. III (the "Lessor") and THE WESTERN PACIFIC RAILROAD COMPANY (the "Lessee").

WITNESSETH

WHEREAS, the parties hereto have executed a Lease of Equipment dated as of April 6, 1979 (the "Lease") setting forth the rights and duties inter sese with regard to the leasing of certain railroad equipment; and

WHEREAS the Lease was amended by Lease Amendment No. 1, dated as of July 1, 1979; and

WHEREAS, the Lease was further amended by Lease Amendment No. 2 dated as of August 1, 1979; and

WHEREAS, the parties hereto wish to further amend said Lease to incorporate the following changes to Lessee Road Numbers for the bi-level auto racks, and the addition of 2 tri-level auto racks;

NOW, THEREFORE, the parties hereto agree that Equipment Schedule B to the Lease is hereby amended as follows:

SCHEDULE B TO LEASE

THE WESTERN PACIFIC RAILROAD COMPANY LEASE

30 Bi-Level Auto Racks
Manufacturer: Whitehead & Kales

<u>Manufacturer Serial Numbers</u>	<u>Lessee Road Numbers</u>	<u>Trailer Train Flatcar Numbers</u>
68965-68966	WP B-501	TTBX 910319
68967-68968	B-502	930117
68969-68970	B-503	930553
68971-68972	B-504	910415
68973-68974	B-505	910590
68975-68976	B-506	910211
68977-68978	B-507	912947
68979-68980	B-508	930518
68981-68982	B-509	911301
68983-68984	B-510	911660
68985-68986	B-511	911730
68987-68988	B-512	912007
68989-68990	B-513	913310
68991-68992	B-514	910162
68993-68994	B-515	930183
68995-68996	B-516	912773
68997-69998	B-517	910898
68999-69000	B-518	910594
69001-69002	B-519	911804
69003-69004	B-520	930207
69005-69006	B-521	910423
69007-69008	B-522	910679
69009-69010	B-523	911760
69011-69012	B-524	910884
69013-69014	B-525	911805
69015-69016	B-526	910876
69017-69018	B-527	910875
69019-69020	B-528	930149
69021-69022	B-529	930737
69023-69024	B-530	930746

2 Tri-Level Auto Racks
Manufacturer: Whitehead & Kales

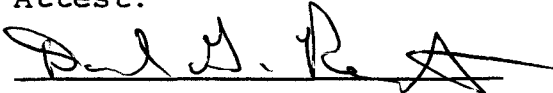
<u>Manufacturer Serial Numbers</u>	<u>Lessee Road Numbers</u>	<u>Trailer Train Flatcar Numbers</u>
69069-69070	WP R-553	ETTX 901345
69071-69072	R-554	903598

Aside from the foregoing amendment and addition to Schedule B of the Lease, all other provisions of the Lease (as amended) shall remain unchanged.

IN WITNESS WHEREOF, the parties hereto have executed or caused this instrument to be executed all as of the date first above written.

SAN FRANCISCO FINANCIAL NO. III
by Steiner Sea, Air & Rail, Co.,
a general partner

Attest:



Title VICE PRESIDENT & TREASURER

By Paul Keple President

THE WESTERN PACIFIC RAILROAD
COMPANY

Attest:



Title SECRETARY

By P. W. Skumbo, Jr.
Sr. Vice President-Finance

SS.

OFFICIAL SEAL
DORIS LORETTA PATTONIS
ROOSEVELT COUNTY - CALIFORNIA
CITY AND COUNTY OF
SANTA FE, N.M.
My Commission Expires Dec. 14, 1979

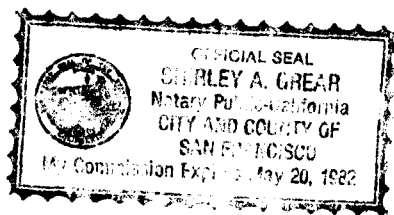
Notary Public

4.

STATE OF CALIFORNIA
COUNTY OF SAN FRANCISCO

)
) ss.
)

On this 30 day of November, 1979, before me personally appeared Paul Kepler, to me personally known, who being by me duly sworn, says that he is the President of Steiner Sea, Air & Rail Co., the corporation named in the within document, that the said corporation is a general partner of the partnership named in the within document, that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation and partnership by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was a free act and deed of said partnership.



Shirley A. Grear

Notary Public

[NOTARIAL SEAL]